

Exhibit B

Bostel Certification

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re	§	
	§	Chapter 11
	§	
NPC INTERNATIONAL, INC.,	§	Case No. 20–33353 (DRJ)
<i>et al.</i>,	§	
Debtors.¹	§	(Jointly Administered)
	§	

**CERTIFICATION OF KEVIN
BOSTEL IN SUPPORT OF THIRD
INTERIM AND FINAL FEE APPLICATION OF WEIL,
GOTSHAL & MANGES LLP, ATTORNEYS FOR DEBTORS, FOR
INTERIM AND FINAL ALLOWANCE OF COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL AND NECESSARY
EXPENSES INCURRED FROM (I) THIRD INTERIM PERIOD OF JANUARY 1, 2021
THROUGH MARCH 31, 2021 AND (II) FINAL COMPENSATION
PERIOD OF JULY 1, 2020 THROUGH AND INCLUDING MARCH 31, 2021**

I, Kevin Bostel, hereby certify that:

1. I am a Partner of the firm, Weil, Gotshal & Manges LLP (“**Weil**”), with responsibility for the chapter 11 cases of NPC International, Inc. (“**NPC International**”) and its affiliated debtors (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”).

2. This certification (“**Certification**”) is made in connection with Weil’s fee application, dated April 30, 2021 (the “**Application**”),² for (i) interim compensation and reimbursement of expenses for the period commencing January 1, 2021 through March 31, 2021

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are NPC International, Inc. (7298); NPC Restaurant Holdings I LLC (0595); NPC Restaurant Holdings II LLC (0595); NPC Holdings, Inc. (6451); NPC International Holdings, LLC (8234); NPC Restaurant Holdings, LLC (9045); NPC Operating Company B, Inc. (6498); and NPC Quality Burgers, Inc. (6457). The Debtors’ corporate headquarters and service address is 4200 W. 115th Street Suite 200 Leawood, KS 66211.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Application.

(the “**Third Interim Period**”) and (ii) final allowance of compensation and reimbursement of expenses for the period commencing July 1, 2020 through March 31, 2021 (the “**Final Compensation Period**”). I have reviewed the Application and hereby certify that the Application complies with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Bankruptcy Local Rules, and Fee Guidelines.

3. I certify that Weil has complied with provisions of the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (Docket No. 434) requiring it to provide the Debtors, the Official Committee of Unsecured Creditors (the “**Creditors’ Committee**”), and the United States Trustee for Region 7 (the “**U.S. Trustee**”) with a statement of Weil’s fees and disbursements accrued during the Compensation Period.

4. Weil discussed its rates, fees, and budget with the Debtors at the outset of, and throughout, the Chapter 11 Cases. The budget prepared in connection with Weil’s representation of the Debtors in the Chapter 11 Cases and a summary of the staffing plan are attached to the Application as **Exhibit G** and **Exhibit H**, respectively. Weil seeks fees that are less than the budgeted amounts.

5. In accordance with the Fee Guidelines, Weil responds to the questions identified therein as follows:

Question 1: Did Weil agree to any variations from, or alternatives to, Weil’s standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Compensation Period? If so, please explain.

Answer: No.

Question 2: If the fees sought in the Application as compared to the fees budgeted for the time period covered by the Application are higher by 10% or more, did Weil discuss the reasons for the variation with the client?

Answer: N/A. The fees sought in the Application are less than the budgeted

fees.

Question 3: Have any of the professionals included in the Application varied their hourly rate based on geographic location of the bankruptcy case?

Answer: No.

Question 4: Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing or revising invoices? If so, please quantify by hours and fees.

Answer: The total time expended for such matters during the Third Interim Period is included within Task Code 024.

Question 5: Does the Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify hours and fees.

Answer: The total time expended for such matters during the Third Interim Period is included within Task Code 024.

Question 6: Does the Application include any rate increases since Weil's retention in these cases? If so, did the client review and approve those rate increases in advance? Did the client agree when retaining the law firm to accept all future rate increases?

Answer: Yes.

Dated: April 30, 2021
Hoboken, New Jersey

/s/ Kevin Bostel
Kevin Bostel
Partner
Weil, Gotshal & Manges LLP

Exhibit C

Schedule of Professional Fees

**COMPENSATION FOR THE THIRD INTIERM PERIOD BY PROFESSIONAL
JANUARY 1, 2021 THROUGH AND INCLUDING MARCH 31, 2021**

The attorneys who rendered professional services in these chapter 11 cases during the Third Interim Period are:

NAME OF PROFESSIONAL: PARTNERS AND COUNSEL	DEPARTMENT[†]	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Epstein, Michael A.	CORP	1980	\$1,650.00	24.50	\$40,425.00
Perez, Alfredo R.	RES	1980	\$1,595.00	7.40	\$11,803.00
Hoenig, Mark	TAX	1982	\$1,650.00	64.20	\$105,930.00
Slack, Richard W.	LIT	1987	\$1,395.00	115.90	\$161,680.50
Wessel, Paul J.	TAX	1988	\$1,795.00	3.80	\$6,821.00
Pappas, Nicholas J.	LIT	1989	\$1,350.00	3.50	\$4,725.00
Mastando III, John P.	LIT	1997	\$1,350.00	38.10	\$51,435.00
Schrock, Ray C.	RES	1998	\$1,795.00	33.70	\$60,491.50
Gingold, Brian	CORP	2001	\$1,450.00	2.90	\$4,205.00
Westerman, Gavin	CORP	2004	\$1,395.00	201.50	\$281,092.50
Azcuy, Beatriz	CORP	2008	\$1,300.00	155.30	\$201,890.00
Bostel, Kevin	RES	2012	\$1,225.00	384.80	\$469,850.00
Hwangpo, Natasha	RES	2014	\$1,200.00	514.10	\$616,920.00
Margolis, Steven M. (Counsel)	TAX	1990	\$1,225.00	198.80	\$243,530.00
O'Loughlin, John (Counsel)	CORP	1996	\$1,175.00	6.10	\$7,167.50
Morton, Matthew D. (Counsel)	CORP	2001	\$1,175.00	2.70	\$3,172.5
Munz, Naomi (Counsel)	CORP	2006	\$1,175.00	259.10	\$304,442.50
Alexander, Lauren Zerbinopoulos (Counsel)	LIT	2008	\$1,150.00	2.10	\$2,415.00
Kellert, Raquel (Counsel)	LIT	2011	\$1,150.00	1.40	\$1,610.00
Silber, Gary (Counsel)	TAX	2011	\$1,150.00	74.60	\$85,790.00
Suehnholz, Amy (Counsel)	LIT	2011	\$1,150.00	145.10	\$166,865.00
Greer, Olivia J. (Counsel)	CORP	2013	\$1,150.00	2.40	\$2,760.00
De Vuono, Christina A. (Counsel)	CORP	2015	\$1,150.00	268.50	\$308,775.00
Total Partners and Counsel:				2,510.50	\$3,143,796.00

[†] RES – Restructuring; CORP – Corporate; LIT – Litigation

NAME OF PROFESSIONAL: ASSOCIATES	DEPARTMENT[†]	YEAR ADMITTED[†]	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Friedman, Julie T.	RES	2003	\$650.00	42.60	\$27,690.00
Fliman, Ariel	CORP	2009	\$1,075.00	9.50	\$10,212.50
Leslie, Harold David	LIT	2013	\$1,100.00	6.20	\$6,820.00
Oveissi, Jacqueline	CORP	2015	\$1,100.00	3.70	\$4,070.00
Springer, Lauren	CORP	2015	\$1,100.00	77.50	\$85,250.00
Sytsma, Elizabeth	LIT	2015	\$1,075.00	18.90	\$20,317.50
Glasser, Joshua M.	LIT	2017	\$1,040.00	21.10	\$21,068.00
Hill, David F.	LIT	2017	\$1,040.00	26.90	\$27,976.00
Jaikaran, Elizabeth Shanaz	CORP	2017	\$1,040.00	270.20	\$281,008.00
McGrath, Colin	LIT	2017	\$985.00	7.50	\$7,387.50
Godbe, Michael	RES	2018	\$985.00	42.40	\$41,764.00
Hulsey, Sam	CORP	2018	\$985.00	169.70	\$167,154.50
Hwang, Angeline Joong-Hui	RES	2018	\$985.00	336.50	\$331,452.50
Carens, Elizabeth Anne	RES	2018	\$895.00	515.30	\$458,668.50
Papadatos, Daphne	RES	2018	\$895.00	274.00	\$245,230.00
Sommers, Mary	TAX	2018	\$895.00	40.00	\$35,800.00
Ha, Frances R.	RES	2018	\$770.00	298.00	\$229,460.00
Buschmann, Michael	RES	2019	\$895.00	295.00	\$264,025.00
Chenkin, Michael Price	CORP	2019	\$895.00	114.40	\$102,388.00
Medianik, Katherine	CORP	2019	\$895.00	45.70	\$40,901.50
Stanley, Tanner	LIT	2019	\$895.00	81.70	\$73,121.50
DiDonato, Philip	RES	2019	\$845.00	130.10	\$116,439.50
Guernsey, Daniel P.	LIT	2019	\$770.00	8.70	\$6,699.00
Fayssoux, Leah M.	CORP	2019	\$770.00	11.60	\$8,932.00
Thompson, Maryann	CORP	2020	\$895.00	109.00	\$97,555.00
Liu, Ting	CORP	2020	\$770.00	76.10	\$58,597.00
Allen, Jared	LIT	2020	\$770.00	29.80	\$22,946.00
Lamar, Courtnei	TAX	2021	\$770.00	82.30	\$63,371.00
Bier, Ilana B.	CORP	2021	\$630.00	2.90	\$1,827.00

[†] RES – Restructuring; CORP – Corporate; LIT – Litigation

[†] *Not Yet Admitted

NAME OF PROFESSIONAL: ASSOCIATES	DEPARTMENT†	YEAR ADMITTED†	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Cohan, Theodore	RES	2021	\$630.00	409.20	\$257,796.00
Witty, Asher	CORP	2021 (NJ)	\$630.00	6.20	\$3,906.00
Abdel-Hamid, Omar	LIT	*	\$770.00	8.20	\$6,314.00
Cummings, Kyle	LIT	*	\$630.00	65.40	\$41,202.00
DeBrowner, Nolan Jeremy	LIT	*	\$630.00	54.50	\$34,335.00
Gulati, Shreya	RES	*	\$630.00	62.10	\$39,088.00
Luo, Karen	CORP	*	\$630.00	145.40	\$91,602.00
Munson, Ava Maria	CORP	*	\$630.00	97.50	\$61,425.00
Tennenberg, Avi	CORP	*	\$630.00	14.90	\$9,387.00
Total Associates:				4,010.70	\$3,403,186.50

The paraprofessionals who rendered professional services in these chapter 11 cases during the Third Interim Period are:

NAME OF PROFESSIONAL: PARAPROFESSIONALS	DEPARTMENT[‡]	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Lee, Kathleen Anne	RES	\$460.00	120.20	\$55,292.00
Stauble, Christopher A.	RES	\$460.00	2.90	\$1,334.00
Gilchrist, Roy W.	LIT	\$420.00	12.00	\$5,040.00
Fabsik, Paul	RES	\$405.00	127.20	\$51,516.00
Oliva, Angela E.F.	LIT	\$405.00	11.40	\$4,617.00
Chan, Herbert	LIT	\$385.00	9.90	\$3,811.50
Peene, Travis J.	RES	\$275.00	9.70	\$2,667.50
Pal, Himansu	RES	\$260.00	6.80	\$1,768.00
Total Paraprofessionals:			300.10	\$126,046.00

[‡] RES – Restructuring; CORP – Corporate; LIT – Litigation

The total fees for the Third Interim Period are:

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
TOTALS:			
Partners and Counsel	\$1,252.26	2,510.50	\$3,143,796.00
Associates	\$848.53	4,010.70	\$3,403,186.50
Paraprofessionals	\$420.01	300.10	\$126,046.00
Blended Attorney Rate:	\$1,003.95		
Blended Rate for All Timekeepers:	\$978.26		
Total Fees Incurred:		6,821.30	\$6,673,028.50

**COMPENSATION FOR THE THIRD INTERIM PERIOD BY PROJECT CATEGORY
JANUARY 1, 2021 THROUGH AND INCLUDING MARCH 31, 2021**

TASK CODE	DESCRIPTION	HOURS	AMOUNT
001	Administrative Expense Claims	20.10	\$17,061.50
002	Adversary Proceedings	0.40	\$110.00
003	Assets Disposition/363 Matters	2,549.40	\$2,704,690.00
004	Automatic Stay	38.60	\$30,451.00
005	Bar Date/Claims Reconciliation Issues	344.70	\$341,480.00
006	Case Administration (Case Calendar and WIP)	51.10	\$32,869.50
007	Cash Collateral/Adequate Protection	2.60	\$2,582.50
008	Cash Management	6.30	\$5,485.50
009	Chapter 11 Plan/Confirmation	1,250.20	\$1,163,558.50
010	Client Communication	117.60	\$126,809.00
011	Corporate Governance/Securities	206.30	\$195,496.50
012	Customer/Vendor Issues and Reclamation/503(b)(9) Claims	11.40	\$7,033.50
013	Disclosure Statement/Solicitation/Voting	38.30	\$33,071.50
014	Employee Issues	129.60	\$139,352.00
015	Exclusivity	17.80	\$12,364.50
016	Executory Contracts/Leases/Real Property/Section 365 Issues	729.20	\$651,567.00
017	General Case Strategy (Including Team Calls)	218.50	\$224,921.50
018	Hearings and Court Matters	108.00	\$87,334.00
019	Insurance and Workers Compensation Issues	32.10	\$31,518.00
020	Non-Bankruptcy Litigation	31.20	\$22,520.50
022	Pizza Hut Franchisor Issues	131.10	\$135,559.50
023	Regulatory/Environmental Issues	3.30	\$3,796.50
024	Retention/Fee Application: Ordinary Course Professionals	37.10	\$33,391.50
025	Retention/Fee Applications: Other Professionals	120.60	\$101,410.00
026	Retention/Fee Applications: Weil	138.60	\$95,284.50
027	Schedules/SOFAs/2015.3 Report	0.50	\$447.50
028	Secured Creditor Issues/Meetings/Communications	14.20	\$15,368.00
029	Tax Issues	67.30	\$92,589.00
030	Unsecured Creditors Issues/Meetings	342.50	\$311,369.00
031	U.S. Trustee Issues/Communication/Monthly Operating Report	7.90	\$6,159.50
032	Utility Adequate Assurance	7.70	\$7,076.00
033	Wendy's Franchisor Issues	47.10	\$40,301.00
Total:		6,821.30	\$6,673,028.50

**COMPENSATION FOR THE FINAL PERIOD BY PROFESSIONAL
JULY 1, 2020 THROUGH AND INCLUDING MARCH 31, 2021**

The attorneys who rendered professional services in these chapter 11 cases during the Final Compensation Period are:

NAME OF PROFESSIONAL: PARTNERS AND COUNSEL	DEPARTMENT[†]	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Newborn, Steven A.	LIT	1975	\$1,695.00	1.80	\$3,051.00
Bond, W. Michael	CORP	1980	\$1,695.00	1.20	\$2,034.00
Epstein, Michael A.	CORP	1980	\$1,650.00	24.50	\$40,425.00
Epstein, Michael A.	CORP	1980	\$1,575.00	61.20	\$96,390.00
Perez, Alfredo R.	RES	1980	\$1,595.00	7.40	\$11,803.00
Perez, Alfredo R.	RES	1980	\$1,500.00	81.80	\$122,700.00
Dixon, Catherine T.	CORP	1982	\$1,575.00	6.20	\$9,765.00
Hoening, Mark	TAX	1982	\$1,650.00	64.20	\$105,930.00
Hoening, Mark	TAX	1982	\$1,575.00	403.60	\$635,670.00
Goldring, Stuart J.	TAX	1984	\$1,695.00	0.90	\$1,525.50
Slack, Richard W.	LIT	1987	\$1,395.00	115.90	\$161,680.50
Slack, Richard W.	LIT	1987	\$1,325.00	413.00	\$547,225.00
Wessel, Paul J.	TAX	1988	\$1,795.00	3.80	\$6,821.00
Wessel, Paul J.	TAX	1988	\$1,695.00	20.70	\$35,086.50
Connolly, Annemargaret	CORP	1988	\$1,400.00	7.90	\$11,060.00
Pappas, Nicholas J.	LIT	1989	\$1,350.00	3.50	\$4,725.00
Pappas, Nicholas J.	LIT	1989	\$1,275.00	16.30	\$20,782.50
Urquhart, Douglas R.	CORP	1990	\$1,525.00	57.30	\$87,382.50
Adams, Frank R.	CORP	1994	\$1,525.00	40.80	\$62,220.00
Kronman, Ariel	CORP	1994	\$1,250.00	3.30	\$4,125.00
Wohl, David E.	CORP	1996	\$1,275.00	1.90	\$2,422.50
Mastando III, John P.	LIT	1997	\$1,350.00	38.10	\$51,435.00
Mastando III, John P.	LIT	1997	\$1,250.00	567.80	\$709,750.00
Schrock, Ray C.	RES	1998	\$1,795.00	33.70	\$60,491.50
Schrock, Ray C.	RES	1998	\$1,650.00	277.00	\$457,050.00
Heyliger, Adelaja K.	CORP	1998	\$1,175.00	9.90	\$11,632.50

[†] RES – Restructuring; CORP – Corporate; LIT – Litigation

NAME OF PROFESSIONAL: PARTNERS AND COUNSEL	DEPARTMENT†	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Gingold, Brian	CORP	2001	\$1,450.00	2.90	\$4,205.00
Gingold, Brian	CORP	2001	\$1,375.00	21.00	\$28,875.00
Garcia, Christopher L.	LIT	2001	\$1,425.00	1.40	\$1,995.00
Coyne, Sarah	LIT	2001	\$1,350.00	12.80	\$17,280.00
Westerman, Gavin	CORP	2004	\$1,395.00	201.50	\$281,092.50
Westerman, Gavin	CORP	2004	\$1,300.00	456.70	\$593,710.00
Azcuy, Beatriz	CORP	2008	\$1,300.00	155.30	\$201,890.00
Azcuy, Beatriz	CORP	2008	\$1,250.00	232.50	\$290,625.00
Bostel, Kevin	RES	2012	\$1,225.00	384.80	\$469,850.00
Bostel, Kevin	RES	2012	\$1,125.00	927.60	\$1,043,550.00
Granger, Megan A.	LIT	2012	\$1,125.00	33.70	\$37,912.50
Hwangpo, Natasha	RES	2014	\$1,200.00	514.10	\$616,920.00
Margolis, Steven M. (Counsel)	TAX	1990	\$1,225.00	198.80	\$243,530.00
Margolis, Steven M. (Counsel)	TAX	1990	\$1,125.00	236.20	\$265,725.00
O'Loughlin, John (Counsel)	CORP	1996	\$1,175.00	6.10	\$7,167.50
Morton, Matthew D. (Counsel)	CORP	2001	\$1,175.00	2.70	\$3,172.50
Munz, Naomi (Counsel)	CORP	2006	\$1,175.00	259.10	\$304,442.50
Munz, Naomi (Counsel)	CORP	2006	\$1,100.00	484.80	\$533,280.00
Alexander, Lauren Zerbinopoulos (Counsel)	LIT	2008	\$1,150.00	2.10	\$2,415.00
Alexander, Lauren Zerbinopoulos (Counsel)	LIT	2008	\$1,100.00	405.60	\$446,160.00
Brown-Reilly, Alexis (Counsel)	LIT	2009	\$1,100.00	25.60	\$28,160.00
Ferrari, Janeane (Counsel)	CORP	2010	\$1,100.00	35.30	\$38,830.00
Kellert, Raquel (Counsel)	LIT	2011	\$1,150.00	1.40	\$1,610.00
Kellert, Raquel (Counsel)	LIT	2011	\$1,100.00	63.20	\$69,520.00
Silber, Gary (Counsel)	TAX	2011	\$1,150.00	74.60	\$85,790.00
Silber, Gary (Counsel)	TAX	2011	\$1,100.00	227.60	\$250,360.00
Suehnholz, Amy (Counsel)	LIT	2011	\$1,150.00	145.10	\$166,865.00
Suehnholz, Amy (Counsel)	LIT	2011	\$1,100.00	429.20	\$472,120.00
Djilani, Jessica N. (Counsel)	LIT	2011	\$1,100.00	133.10	\$146,410.00
Friedenberg, Matthew R. (Counsel)	LIT	2012	\$1,100.00	39.50	\$43,450.00

NAME OF PROFESSIONAL: PARTNERS AND COUNSEL	DEPARTMENT†	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Novison Weaver, Heather (Counsel)	LIT	2012	\$1,100.00	2.00	\$2,200.00
Prugh, Amanda Pennington (Counsel)	LIT	2012	\$1,100.00	7.00	\$7,700.00
Greer, Olivia J. (Counsel)	CORP	2013	\$1,150.00	2.40	\$2,760.00
Olshan, Craig (Counsel)	TAX	2013	\$1,100.00	24.30	\$26,730.00
De Vuono, Christina A. (Counsel)	CORP	2015	\$1,150.00	268.50	\$308,775.00
De Vuono, Christina A. (Counsel)	CORP	2015	\$1,100.00	606.30	\$666,930.00
Total Partners and Counsel:				8,888.50	\$10,975,190.50

NAME OF PROFESSIONAL: ASSOCIATES	DEPARTMENT[†]	YEAR ADMITTED[†]	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Smith, Leslie S.	CORP	1995	\$1,050.00	0.40	\$420.00
Friedman, Julie T.	RES	2003	\$650.00	42.60	\$27,690.00
Friedman, Julie T.	RES	2003	\$625.00	92.60	\$57,875.00
Fliman, Ariel	CORP	2009	\$1,075.00	9.50	\$10,212.50
Fliman, Ariel	CORP	2009	\$1,010.00	9.00	\$9,090.00
Fliman, Ariel	CORP	2009	\$980.00	3.30	\$3,234.00
Leslie, Harold David	LIT	2013	\$1,100.00	6.20	\$6,820.00
Leslie, Harold David	LIT	2013	\$1,050.00	237.80	\$249,690.00
Leslie, Harold David	LIT	2013	\$1,010.00	99.10	\$100,091.00
Greer, Olivia J.	CORP	2013	\$1,050.00	36.90	\$38,745.00
Evens, Daniel A.	CORP	2014	\$1,050.00	1.90	\$1,995.00
Hwangpo, Natasha	RES	2014	\$1,050.00	1,208.60	\$1,269,030.00
Oveissi, Jacqueline	CORP	2015	\$1,100.00	3.70	\$4,070.00
Oveissi, Jacqueline	CORP	2015	\$1,050.00	17.00	\$17,850.00
Oveissi, Jacqueline	CORP	2015	\$1,010.00	19.30	\$19,493.00
Springer, Lauren	CORP	2015	\$1,100.00	77.50	\$85,250.00
Springer, Lauren	CORP	2015	\$1,050.00	32.90	\$34,545.00
Springer, Lauren	CORP	2015	\$1,010.00	6.70	\$6,767.00
Sytsma, Elizabeth	LIT	2015	\$1,075.00	18.90	\$20,317.50
Sytsma, Elizabeth	LIT	2015	\$1,010.00	264.30	\$266,943.00
Sytsma, Elizabeth	LIT	2015	\$980.00	59.00	\$57,820.00
Edwards, Laura Elaine	CORP	2016	\$1,010.00	1.50	\$1,515.00
Edwards, Laura Elaine	CORP	2016	\$980.00	2.40	\$2,352.00
Casali, Cecile	LIT	2016	\$980.00	6.90	\$6,762.00
Bednarczyk, Meggin	CORP	2016	\$930.00	4.90	\$4,557.00
Dougherty, Taylor Bridget	LIT	2017	\$980.00	57.10	\$55,958.00
Dougherty, Taylor Bridget	LIT	2017	\$930.00	14.10	\$13,113.00
Glasser, Joshua M.	LIT	2017	\$1,040.00	6.50	\$6,760.00
Glasser, Joshua M.	LIT	2017	\$980.00	162.70	\$159,446.00

[†] RES – Restructuring; CORP – Corporate; LIT – Litigation

[†] *Not Yet Admitted

NAME OF PROFESSIONAL: ASSOCIATES	DEPARTMENT†	YEAR ADMITTED†	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Hill, David F.	LIT	2017	\$1,040.00	26.90	\$27,976.00
Hill, David F.	LIT	2017	\$980.00	330.30	\$323,694.00
Hill, David F.	LIT	2017	\$930.00	55.20	\$51,336.00
Jaikaran, Elizabeth Shanaz	CORP	2017	\$1,040.00	270.20	\$281,008.00
Jaikaran, Elizabeth Shanaz	CORP	2017	\$980.00	130.00	\$127,400.00
Jaikaran, Elizabeth Shanaz	CORP	2017	\$930.00	80.20	\$74,586.00
Tavridou, Theodora	CORP	2017	\$980.00	16.30	\$15,974.00
Comparato, Nicole	LIT	2017	\$930.00	33.90	\$31,527.00
Comparato, Nicole	LIT	2017	\$845.00	188.90	\$159,620.50
McGrath, Colin	LIT	2017	\$985.00	7.50	\$7,387.50
McGrath, Colin	LIT	2017	\$930.00	165.70	\$154,101.00
Wang, Weixuan	CORP	2017	\$930.00	5.00	\$4,650.00
Miller, Ronald Lee	LIT	2017	\$930.00	19.10	\$17,763.00
Godbe, Michael	RES	2018	\$985.00	42.40	\$41,764.00
Godbe, Michael	RES	2018	\$930.00	99.40	\$92,442.00
Godbe, Michael	RES	2018	\$845.00	246.20	\$208,039.00
Hulsey, Sam	CORP	2018	\$985.00	169.70	\$167,154.50
Hulsey, Sam	CORP	2018	\$930.00	308.20	\$286,626.00
Hulsey, Sam	CORP	2018	\$845.00	175.30	\$148,128.50
Hwang, Angeline Joong-Hui	RES	2018	\$985.00	336.50	\$331,452.50
Hwang, Angeline Joong-Hui	RES	2018	\$930.00	512.60	\$476,718.00
Hwang, Angeline Joong-Hui	RES	2018	\$845.00	457.60	\$386,672.00
Mahna, Vaishali	CORP	2018	\$930.00	42.70	\$39,711.00
Mahna, Vaishali	CORP	2018	\$845.00	13.20	\$11,154.00
Choi, Sarah	LIT	2018	\$845.00	10.60	\$8,957.00
Carens, Elizabeth Anne	RES	2018	\$895.00	464.80	\$415,996.00
Carens, Elizabeth Anne	RES	2018	\$845.00	560.50	\$473,622.50
Carens, Elizabeth Anne	RES	2018	\$730.00	4.20	\$3,066.00
Papadatos, Daphne	RES	2018	\$895.00	274.00	\$245,230.00
Papadatos, Daphne	RES	2018	\$845.00	151.90	\$128,355.50

NAME OF PROFESSIONAL: ASSOCIATES	DEPARTMENT†	YEAR ADMITTED†	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Sommers, Mary	TAX	2018	\$895.00	40.00	\$35,800.00
Sommers, Mary	TAX	2018	\$845.00	87.40	\$73,853.00
Sommers, Mary	TAX	2018	\$730.00	94.40	\$68,912.00
Jenkins, Jeremy	TAX	2018	\$845.00	8.00	\$6,760.00
Chung, Steven	CORP	2018	\$845.00	17.40	\$14,703.00
Neuhauser, David	CORP	2018	\$845.00	0.70	\$591.50
Warhit, Alyson	LIT	2018	\$845.00	3.30	\$2,788.50
Ha, Frances R.	RES	2018	\$770.00	298.00	\$229,460.00
Ha, Frances R.	RES	2018	\$730.00	238.40	\$174,032.00
Singh, Manleen	TAX	2018	\$595.00	2.10	\$1,249.50
Buschmann, Michael	RES	2019	\$895.00	295.00	\$264,025.00
Buschmann, Michael	RES	2019	\$845.00	447.30	\$377,968.50
Buschmann, Michael	RES	2019	\$730.00	604.60	\$441,358.00
Chenkin, Michael Price	CORP	2019	\$895.00	114.40	\$102,388.00
Chenkin, Michael Price	CORP	2019	\$845.00	119.30	\$100,808.50
Chenkin, Michael Price	CORP	2019	\$730.00	108.70	\$79,351.00
DiDonato, Philip	RES	2019	\$895.00	130.10	\$116,439.50
DiDonato, Philip	RES	2019	\$845.00	230.30	\$194,603.50
DiDonato, Philip	RES	2019	\$730.00	470.40	\$343,392.00
Medianik, Katherine	CORP	2019	\$895.00	45.70	\$40,901.50
Medianik, Katherine	CORP	2019	\$845.00	18.30	\$15,463.50
Medianik, Katherine	CORP	2019	\$730.00	20.20	\$14,746.00
Stanley, Tanner	LIT	2019	\$895.00	81.70	\$73,121.50
Stanley, Tanner	LIT	2019	\$845.00	431.40	\$364,533.00
Stanley, Tanner	LIT	2019	\$730.00	56.30	\$41,099.00
Barron, Shira	CORP	2019	\$845.00	4.80	\$4,056.00
Marcu, Benjamin Jacob	LIT	2019	\$845.00	52.30	\$44,193.50
Richards, Daniel Spencer	LIT	2019	\$845.00	10.00	\$8,450.00
Wands, Lauren	LIT	2019	\$845.00	34.40	\$29,068.00
Guernsey, Daniel P.	LIT	2019	\$770.00	8.70	\$6,699.00
Fayssoux, Leah M.	CORP	2019	\$770.00	11.60	\$8,932.00

NAME OF PROFESSIONAL: ASSOCIATES	DEPARTMENT[†]	YEAR ADMITTED[†]	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Fayssoux, Leah M.	CORP	2019	\$730.00	13.70	\$10,001.00
Fayssoux, Leah M.	CORP	2019	\$595.00	12.50	\$7,437.50
Fang, Weiru	RES	2019	\$730.00	342.90	\$250,317.00
Thompson, Maryann	CORP	2020	\$895.00	109.00	\$97,555.00
Thompson, Maryann	CORP	2020	\$845.00	42.40	\$35,828.00
Thompson, Maryann	CORP	2020	\$730.00	16.00	\$11,680.00
Meerwarth, Andrew	LIT	2020	\$845.00	53.40	\$45,123.00
Meerwarth, Andrew	LIT	2020	\$730.00	66.60	\$48,618.00
Allen, Jared	LIT	2020	\$770.00	29.80	\$22,946.00
Allen, Jared	LIT	2020	\$730.00	381.10	\$278,203.00
Allen, Jared	LIT	2020	\$595.00	35.20	\$20,944.00
Liu, Ting	CORP	2020	\$770.00	76.10	\$58,597.00
Liu, Ting	CORP	2020	\$730.00	68.40	\$49,932.00
Liu, Ting	CORP	2020	\$595.00	109.40	\$65,093.00
Gulyako, Emily	TAX	2020	\$730.00	52.90	\$38,617.00
Gulyako, Emily	TAX	2020	\$595.00	15.20	\$9,044.00
Christie, Quinn	LIT	2020	\$730.00	9.40	\$6,862.00
Torsilieri Hardesty, Geneva	LIT	2020	\$730.00	23.70	\$17,301.00
Whitelaw, Alexander	LIT	2020	\$730.00	130.20	\$95,046.00
Whitelaw, Alexander	LIT	2020	\$595.00	122.60	\$72,947.00
Lamar, Courtnei	TAX	2021	\$770.00	82.30	\$63,371.00
Lamar, Courtnei	TAX	2021	\$730.00	90.50	\$66,065.00
Rich, Maya	LIT	2021	\$730.00	5.60	\$4,088.00
Rich, Maya	LIT	2021	\$595.00	32.10	\$19,099.50
Bier, Ilana B.	CORP	2021	\$630.00	2.90	\$1,827.00
Witty, Asher	CORP	2021	\$630.00	6.20	\$3,906.00
Cohan, Theodore	RES	2021	\$630.00	409.20	\$257,796.00
Cohan, Theodore	RES	2021	\$595.00	109.20	\$64,974.00
Abdel-Hamid, Omar	LIT	*	\$770.00	8.20	\$6,314.00
Abdel-Hamid, Omar	LIT	*	\$730.00	26.00	\$18,980.00
Abdel-Hamid, Omar	LIT	*	\$595.00	0.80	\$476.00

NAME OF PROFESSIONAL: ASSOCIATES	DEPARTMENT†	YEAR ADMITTED†	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Cummings, Kyle	LIT	*	\$630.00	65.40	\$41,202.00
Cummings, Kyle	LIT	*	\$595.00	126.50	\$75,267.50
DeBrowner, Nolan Jeremy	LIT	*	\$630.00	54.50	\$34,335.00
DeBrowner, Nolan Jeremy	LIT	*	\$595.00	150.60	\$89,607.00
Fairman, Lauren E.	LIT	*	\$595.00	33.00	\$19,635.00
Gonzalez, Joel	LIT	*	\$595.00	16.20	\$9,639.00
Gulati, Shreya	RES	*	\$630.00	61.10	\$38,493.00
Gulati, Shreya	RES	*	\$595.00	74.10	\$44,089.50
Luo, Karen	CORP	*	\$630.00	145.40	\$91,602.00
Luo, Karen	CORP	*	\$595.00	26.20	\$15,589.00
Munson, Ava Maria	CORP	*	\$630.00	97.50	\$61,425.00
Munson, Ava Maria	CORP	*	\$595.00	4.00	\$2,380.00
Tennenberg, Avi	CORP	*	\$630.00	14.90	\$9,387.00
Total Associates:				15,140.40	\$12,841,908.00

The paraprofessionals who rendered professional services in these chapter 11 cases during the Final Compensation Period are:

NAME OF PROFESSIONAL: PARAPROFESSIONALS AND OTHER NON- LEGAL STAFF	DEPARTMENT[‡]	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Lee, Kathleen Anne	RES	\$460.00	120.20	\$55,292.00
Lee, Kathleen Anne	RES	\$435.00	40.30	\$17,530.50
Stauble, Christopher A.	RES	\$460.00	2.90	\$1,334.00
Stauble, Christopher A.	RES	\$420.00	31.80	\$13,356.00
Gilchrist, Roy W.	LIT	\$420.00	12.00	\$5,040.00
Gilchrist, Roy W.	LIT	\$400.00	10.60	\$4,240.00
Wong, Sandra	LIT	\$420.00	3.20	\$1,344.00
Callender-Wilson, Lisa	CORP	\$405.00	8.30	\$3,361.50
Fabsik, Paul	RES	\$405.00	127.20	\$51,516.00
Fabsik, Paul	RES	\$390.00	320.60	\$125,034.00
Oliva, Angela E.F.	LIT	\$405.00	11.40	\$4,617.00
Oliva, Angela E.F.	LIT	\$390.00	32.00	\$12,480.00
Ellsworth, John A.	CORP	\$400.00	5.80	\$2,320.00
Hoilett, Leason	LIT	\$400.00	2.50	\$1,000.00
Jones Allen	LIT	\$400.00	20.20	\$8,080.00
Sampson, Lamia	LIT	\$400.00	4.80	\$1,920.00
Eng-Bendel, Cheryl	LSS	\$395.00	28.20	\$11,139.00
Merlin, Ann	LIT	\$390.00	15.90	\$6,201.00
Sawyer, Jayme R.	LIT	\$390.00	14.60	\$5,694.00
Zaslav, Benjamin	RES	\$390.00	26.10	\$10,179.00
Chan, Herbert	LIT	\$385.00	9.90	\$3,811.50
Chan, Herbert	LIT	\$370.00	12.70	\$4,699.00
Kunz, Trevor	LSS	\$375.00	12.40	\$4,650.00
Ting, Lara	LSS	\$375.00	23.10	\$8,662.50
Fortune, Shelly J.	LIT	\$370.00	12.40	\$4,588.00
Karkat, Sakina	CORP	\$370.00	16.90	\$6,253.00
Olvera, Rene A.	RES	\$370.00	44.10	\$16,317.00
Nudelman, Peter	LSS	\$360.00	2.10	\$756.00

[‡] RES – Restructuring; CORP – Corporate; LIT – Litigation; LSS – Litigation Support Services

NAME OF PROFESSIONAL: PARAPROFESSIONALS AND OTHER NON- LEGAL STAFF	DEPARTMENT‡	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Aaron-Yard, Merlyn	CORP	\$345.00	4.60	\$1,587.00
Bogota, Alejandro	LSS	\$345.00	10.50	\$3,622.50
Chavez, Miguel	LSS	\$345.00	17.20	\$5,934.00
Mo, Suihua	LSS	\$345.00	6.50	\$2,242.50
Jalomo, Chris	LIT	\$290.00	5.70	\$1,653.00
Peene, Travis J.	RES	\$275.00	9.70	\$2,667.50
Peene, Travis J.	RES	\$250.00	24.40	\$6,100.00
Pal, Himansu	RES	\$260.00	6.80	\$1,768.00
Pal, Himansu	RES	\$250.00	4.90	\$1,225.00
Altman-DeSole, Jacob	RES	\$250.00	8.80	\$2,200.00
Hart, Maggie	LIT	\$250.00	4.60	\$1,150.00
Hernandez Jimenez, Isabela	LIT	\$250.00	38.60	\$9,650.00
Kleissler, Matthew Joseph	RES	\$250.00	8.10	\$2,025.00
LaPorte, Sydney	LIT	\$250.00	4.10	\$1,025.00
O'Brien, Tara	CORP	\$250.00	1.00	\$250.00
Total Paraprofessionals and Other Non-Legal Staff:			1,127.70	\$434,514.50

The total fees for the Final Compensation Period are:

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
TOTALS:			
Partners and Counsel	\$1,234.76	8,888.50	\$10,975,190.50
Associates	\$848.19	15,140.40	\$12,841,908.00
Paraprofessionals and Other Non-Legal Staff	\$385.31	1,127.70	\$434,514.50
Blended Attorney Rate	\$991.19		
Blended Rate for All Timekeepers	\$964.03		
Total Fees Incurred:		25,156.60	\$24,251,613.00
Reduction of Fees:¹			(\$36,359.75)
Total Fees Requested:		25,156.60	\$24,215,253.25

¹ The total fees and expenses approved reflects a reduction in fees and expenses pursuant to the *Order Approving the Joint Stipulation and Agreed Order between United States Trustee and Weil, Gotshal & Manges LLP Regarding Second Interim Fee Application for Allowance of Compensation and Reimbursement of Expenses* (Docket No. 1630). The total fees were reduced by \$36,359.75 and expenses were reduced by \$1,167.37. The total of fees and expenses awarded \$11,297,285.51 reflecting \$11,217,084.25 in fees and \$80,201.26 in expenses.

COMPENSATION FOR THE FINAL PERIOD BY PROJECT CATEGORY
JANUARY 1, 2021 THROUGH AND INCLUDING MARCH 31, 2021

TASK CODE	DESCRIPTION	HOURS	AMOUNT
001	Administrative Expense Claims	20.10	\$17,061.50
002	Adversary Proceedings	465.70	\$452,339.50
003	Assets Disposition/363 Matters	7,565.40	\$7,793,016.00
004	Automatic Stay	860.00	\$771,528.50
005	Bar Date/Claims Reconciliation Issues	3,572.40	\$3,260,203.00
006	Case Administration (Case Calendar and WIP)	243.30	\$152,650.00
007	Cash Collateral/Adequate Protection	243.30	\$230,817.50
008	Cash Management	16.20	\$12,981.50
009	Chapter 11 Plan/Confirmation	2,206.30	\$2,086,175.50
010	Client Communication	339.80	\$368,307.00
011	Corporate Governance/Securities	555.50	\$539,256.50
012	Customer/Vendor Issues and Reclamation/503(b)(9) Claims	200.50	\$178,132.50
013	Disclosure Statement/Solicitation/Voting	605.70	\$522,619.50
014	Employee Issues	418.70	\$408,614.50
015	Exclusivity	32.60	\$24,669.00
016	Executory Contracts/Leases/Real Property/Section 365 Issues	1,528.80	\$1,363,536.00
017	General Case Strategy (Including Team Calls)	904.60	\$913,955.50
018	Hearings and Court Matters	648.10	\$588,785.00
019	Insurance and Workers Compensation Issues	141.40	\$136,120.00
020	Non-Bankruptcy Litigation	75.10	\$65,813.00
022	Pizza Hut Franchisor Issues	530.20	\$508,944.00
023	Regulatory/Environmental Issues	16.90	\$14,756.50
024	Retention/Fee Application: Ordinary Course Professionals	108.40	\$85,338.50
025	Retention/Fee Applications: Other Professionals	446.00	\$362,998.00
026	Retention/Fee Applications: Weil	357.00	\$237,559.50
027	Schedules/SOFAs/2015.3 Report	73.40	\$54,726.50
028	Secured Creditor Issues/Meetings/Communications	125.80	\$128,331.00
029	Tax Issues	499.80	\$703,724.50
030	Unsecured Creditors Issues/Meetings	1,706.90	\$1,658,333.50
031	U.S. Trustee Issues/Communication/Monthly Operating Report	47.10	\$39,912.50
032	Utility Adequate Assurance	93.80	\$73,769.00
033	Wendy's Franchisor Issues	507.80	\$496,638.00
Total Fees Incurred:		25,156.60	\$24,251,613.00
Reduction of Fees:¹			(\$36,359.75)

¹ The total fees and expenses approved reflects a reduction in fees and expenses pursuant to the *Order Approving the Joint Stipulation and Agreed Order between United States Trustee and Weil, Gotshal & Manges LLP Regarding*

TASK CODE	DESCRIPTION	HOURS	AMOUNT
Total Fees Requested:		25,156.60	\$24,215,253.25

Second Interim Fee Application for Allowance of Compensation and Reimbursement of Expenses (Docket No. 1630). The total fees were reduced by \$36,359.75 and expenses were reduced by \$1,167.37. The total of fees and expenses awarded \$11,297,285.51 reflecting \$11,217,084.25 in fees and \$80,201.26 in expenses.

Exhibit D

Time Records

SUMMARY OF PRIOR MONTHLY FEE STATEMENTS

First Interim Fee Application					
Date Served	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Paid to Date	
		Fees	Expenses	Fees (@ 100%)	Expenses (@ 100%)
9/1/2020	7/1/2020 through 7/31/2020	\$1,637,226.00	\$16,488.78	\$1,637,226.00	\$16,488.78
10/1/2020	8/1/2020 through 8/31/2020	\$2,037,824.50	\$7,695.23	\$2,037,824.50	\$7,695.23
11/2/2020	9/1/2020 through 9/30/2020	\$2,650,090.00	\$7,240.90	\$2,650,090.00	\$7,240.90
Total for First Interim Fee Application		\$6,325,140.50	\$31,424.91	\$6,325,140.50	\$31,424.91

Second Interim Fee Application					
Date Served	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Paid to Date	
		Fees	Expenses	Fees (@ 100%)	Expenses (@ 100%)
12/2/2020	10/1/2020 through 10/31/2020	\$3,450,639.00	\$10,689.89	\$3,450,639.00	\$10,689.89
12/31/2020	11/1/2020 through 11/30/2020	\$3,834,260.50	\$31,052.78	\$3,834,260.50	\$31,052.78
2/2/2021	12/1/2020 through 12/31/2020	\$3,968,544.50	\$39,625.96	\$3,968,544.50	\$39,625.96
Total for Second Interim Fee Application¹		\$11,253,444.00	\$81,368.63	\$11,217,084.25	\$80,201.26

¹ The total fees and expenses approved reflects a reduction in fees and expenses pursuant to the *Order Approving the Joint Stipulation and Agreed Order between United States Trustee and Weil, Gotshal & Manges LLP Regarding Second Interim Fee Application for Allowance of Compensation and Reimbursement of Expenses* (Docket No. 1630). The total fees were reduced by \$36,359.75 and expenses were reduced by \$1,167.37. The total of fees and expenses awarded \$11,297,285.51 reflecting \$11,217,084.25 in fees and \$80,201.26 in expenses.

Third Interim Fee Application								
Date Served	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Previously Requested with Prior Monthly Fee Statement		Total Amount Paid to Date		Holdback Fees Requested
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 20%)
03/01/2021	1/1/2021 through 1/31/2021	\$3,236,059.00	\$43,351.11	\$2,588,847.20	\$43,351.11	\$2,588,847.20	\$43,351.11	\$647,211.80
03/20/2021	2/1/2021 through 2/28/2021	\$1,234,580.50	\$31,061.85	\$987,664.40	\$31,061.85	\$987,664.40	\$31,061.85	\$246,916.10
04/26/2021 ¹	3/1/2021 through 3/31/2021	\$2,202,389.00	\$55,623.27	\$1,761,911.20	\$55,623.27	\$0.00	\$0.00	\$440,477.80
Total for Third Interim Fee Application		\$6,673,028.50	\$130,036.23	\$5,338,422.80	\$130,036.23	\$3,576,511.60	\$74,412.96	\$1,334,605.70

Summary of Any Objections to Monthly Fee Statements: None.

Compensation Sought in this Application Not Yet Paid: \$3,096,516.90

¹ The objection deadline with respect to Weil's ninth monthly fee statement is May 12, 2021 at 4:00 p.m. (Prevailing Eastern Time). Once the objection deadline has passed without objection, the Debtors will remit to Weil \$1,817,534.47 consisting of \$1,761,911.20 in fees (80% of \$2,202,389.00) and \$55,623.27 in expenses.

Exhibit E

Expenses

EXPENSE SUMMARY FOR THE THIRD INTERIM PERIOD
JANUARY 1, 2021 THROUGH AND INCLUDING MARCH 31, 2021

EXPENSES	AMOUNTS
Air Courier / Express Mail / Postage	\$514.44
Computerized Research	\$58,092.57
Consultants and Witness Fees	\$50,968.75
Court Reporting	\$17,826.57
Document Svc. Bureau/Retrieval	\$107.80
Duplicating	\$940.10
Video/Deposition Tapes	\$1,586.00
Total Expenses Requested:	\$130,036.23

EXPENSE SUMMARY FOR THE FINAL COMPENSATION PERIOD
JULY 1, 2020 THROUGH AND INCLUDING MARCH 31, 2021

EXPENSES	AMOUNTS
Air Courier / Express Mail / Postage	\$6,463.84
Computerized Research	\$118,546.29
Consultants and Witness Fees	\$50,968.75
Corporation Service	\$596.96
Court Call	\$129.00
Court Reporting	\$36,183.17
Document Svc. Bureau/Retrieval	\$107.80
Duplicating	\$13,412.85
Filing Fees	\$14,086.00
Online News Monitoring	\$170.00
Transportation	\$579.11
Video/Deposition Tapes	\$1,586.00
Total Expenses Incurred:	\$242,829.77
Reduction of Expenses:¹	(\$1,167.37)
Total Expenses Requested:	\$241,662.40

¹ The total fees and expenses approved reflects a reduction in fees and expenses pursuant to the *Order Approving the Joint Stipulation and Agreed Order between United States Trustee and Weil, Gotshal & Manges LLP Regarding Second Interim Fee Application for Allowance of Compensation and Reimbursement of Expenses* (Docket No. 1630). The total fees were reduced by \$36,359.75 and expenses were reduced by \$1,167.37. The total of fees and expenses awarded \$11,297,285.51 reflecting \$11,217,084.25 in fees and \$80,201.26 in expenses.

Exhibit F

Blended Rate Comparison Chart

Exhibit F**BLENDED RATE COMPARISON CHART**

Category of Timekeeper	Blended Hourly Rate	
	Billed by timekeepers in the Houston, New York, and Dallas offices, excluding bankruptcy¹	Billed in this fee application
Partner	\$1,277.00	\$1,302.00
Counsel	\$1,014.00	\$1,172.00
Senior Associate (7 years or more since first admission)	\$969.00	\$953.00
Mid-level Associate (4-6 years since first admission)	\$890.00	\$1,006.00
Junior Associate (0-3 years since first admission)	\$668.00	\$796.00
Contract Attorney	\$393.00	N/A
Staff Attorney	\$380.00	N/A
Paralegal	\$337.00	\$420.00
Other	\$335.00	N/A
All timekeepers aggregated:	\$889.00	\$978.00

¹ In accordance with the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013, preceding year is a rolling 12 months year ending March 31, 2021; blended rates reflect work performed in preceding year in each of the domestic offices in which timekeepers collectively billed at least 10% of the hours to the case during the application period, excluding all data from bankruptcy law matters.

Exhibit G

Budget

Exhibit G**BUDGET OF WEIL, GOTSHAL & MANGES LLP PROVIDED TO THE DEBTORS
FOR THE THIRD INTERIM PERIOD JANUARY 1, 2021 THROUGH MARCH 31, 2021**

Task Code	Task Description	ESTIMATED HOURS	ESTIMATED FEES	HOURS BILLED	FEES SOUGHT
001	Administrative Expense Claims	20.00	\$19,250.00	20.10	\$17,061.50
002	Adversary Proceedings	0.00	\$0.00	0.40	\$110.00
003	Assets Disposition/363 Matters	3,000.00	\$2,887,500.00	2,549.40	\$2,704,690.00
004	Automatic Stay	50.00	\$48,125.00	38.60	\$30,451.00
005	Bar Date/Claims Reconciliation Issues	400.00	\$385,000.00	344.70	\$341,480.00
006	Case Administration (Case Calendar and WIP)	60.00	\$57,750.00	51.10	\$32,869.50
007	Cash Collateral/Adequate Protection	0.00	\$0.00	2.60	\$2,582.50
008	Cash Management	10.00	\$9,625.00	6.30	\$5,485.50
009	Chapter 11 Plan/Confirmation	1,550.00	\$1,491,875.00	1,250.20	\$1,163,558.50
010	Client Communication	150.00	\$144,375.00	117.60	\$126,809.00
011	Corporate Governance/Securities	250.00	\$240,625.00	206.30	\$195,496.50
012	Customer/Vendor Issues and Reclamation/503(b)(9) Claims	10.00	\$9,625.00	11.40	\$7,033.50
013	Disclosure Statement/Solicitation/Voting	50.00	\$48,125.00	38.30	\$33,071.50
014	Employee Issues	150.00	\$144,375.00	129.60	\$139,352.00
015	Exclusivity	20.00	\$19,250.00	17.80	\$12,364.50
016	Executory Contracts/Leases/Real Property/Section 365 Issues	850.00	\$818,125.00	729.20	\$651,567.00
017	General Case Strategy (Including Team Calls)	250.00	\$240,625.00	218.50	\$224,921.50
018	Hearings and Court Matters	150.00	\$144,375.00	108.00	\$87,334.00
019	Insurance and Workers Compensation Issues	50.00	\$48,125.00	32.10	\$31,518.00
020	Non-Bankruptcy Litigation	50.00	\$48,125.00	31.20	\$22,520.50
021	Non-Working Travel	0.00	\$0.00	0.00	\$0.00
022	Pizza Hut Franchisor Issues	150.00	\$144,375.00	131.10	\$135,559.50
023	Regulatory/Environmental Issues	0.00	\$0.00	3.30	\$3,796.50
024	Retention/Fee Application: Ordinary Course Professionals	50.00	\$48,125.00	37.10	\$33,391.50
025	Retention/Fee Applications: Other Professionals	150.00	\$144,375.00	120.60	\$101,410.00
026	Retention/Fee Applications: Weil	150.00	\$144,375.00	138.60	\$95,284.50
027	Schedules/SOFAs/2015.3 Report	0.00	\$0.00	0.50	\$447.50
028	Secured Creditor Issues/Meetings/Communications	20.00	\$19,250.00	14.20	\$15,368.00
029	Tax Issues	200.00	\$192,500.00	67.30	\$92,589.00
030	Unsecured Creditors Issues/Meetings	450.00	\$433,125.00	342.50	\$311,369.00
031	U.S. Trustee Issues/Communication/Monthly Operating Report	10.00	\$9,625.00	7.90	\$6,159.50
032	Utility Adequate Assurance	10.00	\$9,625.00	7.70	\$7,076.00
033	Wendy's Franchisor Issues	60.00	\$57,750.00	47.10	\$40,301.00
Total:		8,320.00	\$8,008,000.00	6,821.30	\$6,673,028.50

Exhibit H

Staffing Plan

Exhibit H

**STAFFING PLAN OF WEIL, GOTSHAL & MANGES LLP PROVIDED
TO THE DEBTORS FOR THE THIRD INTERIM PERIOD
JANUARY 1, 2021 THROUGH MARCH 31, 2021**

CATEGORY OF TIMEKEEPER	NUMBER OF TIMEKEEPERS PROJECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD	AVERAGE HOURLY RATE
Partners	15	\$1,450.00
Counsel	10	\$1,100.00
Associates	40	\$900.00
Paralegals	10	\$400.00